

Hearing Date: August 10, 2015, 10:00 a.m.
Objection Deadline: August 3, 2015, 5:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 15-23007 (RDD)
THE GREAT ATLANTIC & PACIFIC TEA :
COMPANY, INC., et al., :
Debtors. : (Jointly Administered)
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**LIMITED OBJECTION OF NORSE REALTY ENTITIES TO DEBTORS' MOTIONS
FOR GLOBAL BIDDING PROCEDURES AND GLOBAL SALE AND LEASE
RATIONALIZATION PROCEDURES**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Ocean Norse Realty LLC (“Ocean”) and Brighton Norse Realty, LLC (“Brighton”) (collectively the “Norse Realty Entities”) by their undersigned counsel, hereby file their objection to the (i) Motion Of Debtors Pursuant To 11 U.S.C. §§ 105, 363, 365 and 503 and Fed. R. Bankr. P. 2002, 6004 and 6006 for Approval of: (I)(A) Global Bidding Procedures, (B) Bid Protections, (C) Form and Manner of Notice of Sale Transactions and Sale Hearing, and (D) Assumption And Assignment Procedures; and (II)(A) Purchase Agreements (B) Sale Of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, and (C) Assumption and Assignment Of Certain Executory Contracts and Leases (Doc. No. 26) (the

“Tier I Sales Procedures Motion”) and (ii) the Debtors’ Motion pursuant to sections 105, 363 and 365 of the Bankruptcy Code and Bankruptcy Rules 6004 and 6006 for the Approval of Global Sale and Lease Rationalization Procedures (Doc. No. 27) (the “Tier II Sales Procedure Motion”) (the Tier I Sales Procedures Motion and the Tier II Sales Procedure Motion are sometimes collectively referred to herein as the “Motions”) in support thereof, respectfully set forth and allege as follows:

1. The Great Atlantic & Pacific Tea Company, Inc., and its affiliated codebtors (the “Debtors”), filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code on July 19, 2015. The Debtors have continued to operate their business and manage their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

2. The Debtors lease retail space from the Landlords pursuant to unexpired leases of non-residential real property (the “Leases”). Each of the Leases is located in a shopping center as that term is used in section 365 of the Bankruptcy Code.

3. Ocean is the owner of a shopping center in Brooklyn, New York where the Debtors operate a Waldbaums supermarket, store number 70235, which is a Tier II Store.

4. Brighton is the owner of a shopping center in Woodcliff Lake, New Jersey where the Debtors operate an A&P supermarket, store number 70659, which is a Tier I Store in the stalking horse bid package of Acme Markets.

5. The Norse Entities submit this objection to Motions to join in the objections filed by similarly situated landlords, especially those addressing the due process rights of landlords and the rights afforded landlords of shopping centers under Section 365 of the Bankruptcy Code (such as Doc. No. 255, Doc. No. 278).

6. In addition to the above, the Norse Realty Entities reserve all rights with respect to any objections, including but not limited to: (i) raising all appropriate objections at the time of

any proposed assumption and assignment of any lease; (ii) raising all objections to deficiencies in the receipt of adequate assurance of future performance information; (iii) objecting to the form of any documents and order proposed in connection with any request for assumption and assignment; (iv) object to any proposed assumption and assignment to comply with all lease terms.

Dated: New York, New York
July 31, 2015

SMITH, GAMBRELL & RUSSELL, LLP



By: _____

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